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SUSAN G. LICHTENFELD

November 5, 1999

Via Overnight Delivery

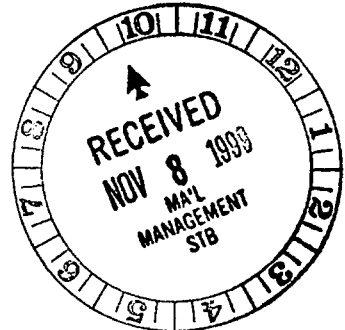
Mr. Vernon A. Williams
Secretary
Office of the Secretary
The Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO.

13060-G
FILED

NOV 17 '99

3-00 PM



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Assignment and Assumption Agreement, dated as of September 30, 1999 (the "Memorandum of Assignment and Assumption"), between Mellon Financial Services Corporation #4 ("Assignor") and Citicorp North America, Inc. ("Assignee"), which Memorandum of Assignment and Assumption is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Assignment and Assumption relates to certain Transaction Documents, including that certain Lease of Railcar Equipment, dated as of March 15, 1981 (the "Lease") between The Connecticut Bank and Trust Company, as trustee for Assignor, and Chicago and North Western Transportation Company. The Lease was duly recorded and filed with the Interstate Commerce Commission (predecessor to The Surface Transportation Board) pursuant to 49 U.S.C. Section 11303 on April 22, 1981 and assigned Recordation Number 13060-B.

The names and addresses of the parties to the enclosed Memorandum of Assignment and Assumption Agreement are:

Assignor:	Mellon Financial Services Corporation #4
	Suite 4444
	One Mellon Bank Center
	Pittsburgh, Pennsylvania 15258-0001

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Lessee: Citicorp North America, Inc.
450 Mamaroneck Avenue
Harrison, New York 10528

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$26.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy, the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Assignment and Assumption Agreement, dated as of September 30, 1999, between Mellon Financial Services Corporation #4, as Assignor, and Citicorp North America, Inc., as Assignee covering 350 covered hopper cars.

Documents to Which it Relates

Lease of Railroad Equipment, dated as of March 15, 1981, between The Connecticut Bank and Trust Company, as Trustee, and Chicago and North Western Transportation Company, which was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on April 22, 1981 and assigned Recordation Number 13060-B, and the other documents recorded in file number 13060.

Very truly yours,


Susan G. Lichtenfeld

JAM/vgc
w/encl.

cc: Robert W. Kleinman
Joseph A. McQuade

NOV 17 '99

3-00 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of this 30th day of September, 1999, is made by Mellon Financial Services Corporation #4, a Pennsylvania corporation, with an address at Suite 4444, One Mellon Bank Center, Pittsburgh, Pennsylvania 15258-0001 (the "Seller"), and Citicorp North America, Inc., a Delaware corporation, with an address at 450 Mamaroneck Avenue, Harrison, New York 10528 ("Purchaser", and together with the Seller, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Seller and the Purchaser entered into that certain Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") dated as of the date hereof;

WHEREAS, under the Assignment and Assumption Agreement, the Seller assigned and the Purchaser assumed all of the Seller's present and future rights, obligations and interest in, to and under the Transaction Documents (as defined in the Assignment and Assumption Agreement), including but not limited to, the Lease of Railroad Equipment (the "Lease") between The Connecticut Bank and Trust Company, not in its individual capacity, but solely as trustee for Seller, as lessor, and Chicago and North Western Transportation Company ("CNWTC"), as lessee, dated as of March 15, 1981 and relating to the lease by CNWTC of 350 covered hopper railcars marked CNW 169000 - CNW 169349 (inclusive), as filed with the Interstate Commerce Commission (the "ICC") on April 22, 1981 and assigned Recordation Number 13060-B.

WHEREAS, each of the following other Transaction Documents was also filed with the STB:

- (a) Conditional Sale Agreement, dated as of March 15, 1981, between Greenville Steel Car Company, as manufacturer, and The Connecticut Bank and Trust Company, not in its individual capacity but solely as Trustee for Seller, as trustee, as filed with the ICC on April 22, 1981 and assigned Recordation Number 13060;
- (b) Agreement and Assignment, dated as of March 15, 1981, between Greenville Steel Car Company, as manufacturer, and Mercantile-Safe Deposit and Trust Company, as agent, as filed with the ICC on April 22, 1981 and assigned Recordation Number 13060-A; and
- (c) Assignment of Lease and Agreement, dated as of March 15, 1981, between The Connecticut Bank and Trust Company, not in its individual capacity, but solely as Trustee for Seller, as trustee, and Mercantile-Safe Deposit and Trust

Company, as agent, as filed with the ICC on April 22, 1981 and assigned
Recordation Number 13060-C.

WHEREAS, the Parties wish to show for the public record the existence of the
aforementioned Assignment and Assumption Agreement, and the respective interests therein of the
Parties and accordingly the Parties have caused this Memorandum to be executed by their respective
duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are
hereby acknowledged by each of the Parties hereto, by this instrument the Seller hereby assigns to
Purchaser the Lease and the related Transaction Documents, in accordance with the terms and
conditions of the Assignment and Assumption Agreement, and the Purchaser accepts such
assignment in accordance with the terms and conditions of the Assignment and Assumption
Agreement, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be
executed by a duly authorized officer as of the day and year first above written.

MELLON FINANCIAL SERVICES CORPORATION #4

By: 

Name:

M. F. MARKS

Title:

VICE PRESIDENT

CITICORP NORTH AMERICA, INC.

By: 

Name:

KATHERINE D. HOGAN

Title:

VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Allegheny) SS:

On this 6th day of October, 1999 before me personally appears Michael F. Marks, to me personally known, who by me duly sworn, says that he/she is the Vice President of MELLON FINANCIAL SERVICES CORPORATION #4 (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[SEAL]

My Commission expires:

Marilyn A. Adamsky
Notary Public
Notarial Seal
Marilyn A. Adamsky, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Sept. 15, 2003
Member, Pennsylvania Association of Notaries

STATE OF NEW YORK)

) SS:

COUNTY OF WESTCHESTER)

On this 18th day of October, 1999 before me personally appears Kathleen B. Regan, to me personally known, who by me duly sworn, says that he/she is the Vice President of CITICORP NORTH AMERICA, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[SEAL]

My Commission expires:

Arthur W. Mergenthaler
Notary Public

ARTHUR W. MERGENTHALER
Notary Public, State of New York
No. 41-4994336
Qualified in Queens County
Commission Expires April 6, 192002